

# EXHIBIT A

**Retirement Committee of the Compass Retirement Plan  
Retirement Committee of the Compass SmartInvestor 401(k) Plan  
Administrative Committee of the Deferred Compensation Plan for Compass Bancshares, Inc.  
(collectively, the "Committee")**

Meeting Minutes  
February 14, 2014

**Call to Order:**

The scheduled meeting of the Committee was called to order at 2:00 p.m. on Wednesday, February 14, 2014, at the 19<sup>th</sup> Floor Conference Room of the Daniel Building, Birmingham, Alabama, and via teleconference.

**Present and Attending:**

Committee Members:

Javier Hernández  
Shane Clanton

Other Meeting Participants:

Bill Jones (BBVAC Wealth Management)  
Kelcey Wharton (BBVAC HR)  
Richard Tallo (BBVAC HR)  
Jonathan Pennington (BBVAC Accounting)  
Anne Marie Everly (BBVAC Accounting)  
Andrew Mack (Envestnet Prima)  
Geoff Selzer (Envestnet Prima) (via teleconference)

**REDACTED**

Stephen Hinton (BBVAC Legal)

Mr. Clanton acted as Chairman of the meeting and Mr. Hinton acted as Secretary.

**Minutes:**

Mr. Clanton called the meeting to order and declared the absence of a quorum, noting that reports would be received but no motions or voting would occur unless and until a quorum was obtained.

(1) (a) Mr. Mack reviewed proposed changes to the Statement of Investment Policy (the "SIP") for the Compass SmartInvestor 401(k) Plan (the "401(k) Plan"). Mr. Wharton noted a proposed change in the qualified default investment alternative that would depart from the 401(k) Plan's retirement age. Mr. Clanton expressed a desire for the qualified default investment alternative to be designated by action of the Committee as opposed to being set forth in the SIP. Mr. Mack discussed proposed changes to the Performance Standards and Watch criteria in the SIP. He then discussed how outliers would be identified by reference to an index. In response to an inquiry from Mr. Clanton, Mr. Selzer explained how the band for tracking errors from the designated index would be established. He described this methodology as a trend among investment management and noted it would be intended to track an index rather than measure performance against a benchmark. Mr. Hernández suggested running the proposed criteria in parallel with the existing criteria to see differences in the investment options that are flagged.

(b) Messrs. Mack and Selzer presented the performance review presentation for the 401(k) Plan for the third and fourth quarters of 2013. Mr. Mack discussed the Dodge & Cox Stock Fund, which was added to the "watch" list in accordance with the SIP in the second quarter of 2013. He noted that the fund's performance had improved during 2013, and that he anticipates continued improved

performance in the next few quarters. In response to an inquiry from Mr. Tallo, Mr. Mack confirmed there had been no changes in the fund's management. Mr. Mack noted that at the end of the third quarter of 2013, the Principal LifeTime 2015, 2020 and 2025 target date funds fell short of the Sharpe ratio of their respective indices and peer group medians on a three- and five-year basis, resulting in the funds being placed on the "watch" list for the following four quarters. Mr. Mack reported that Envestnet Prima has a positive view of the Principal LifeTime funds. In response to an inquiry from Mr. Tallo, Mr. Mack confirmed there were no barriers to moving out of these funds.

(c) Mr. Mack reported a change in the portfolio manager of the Thornburg International Value fund. The former portfolio manager stepped down to devote more time to managing Thornburg's Developing World strategy. Mr. Mack discussed the new co-portfolio managers promoted to manage the fund. He noted that Envestnet Prima is comfortable with the portfolio management changes and will continue to monitor management of the fund.

(d) Mr. Mack presented the annual review of fund fees. He presented the net expense ratios for the funds in the 401(k) Plan versus their respective Morningstar Category Averages, noting that the expense ratios for funds in the plan are lower than the peer averages.

[Following these presentations and a general discussion of the matters presented, Messrs. Mack and Selzer were excused from the meeting.]

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**Adjournment:** There being no further business to be considered by the Committee, Mr. Clanton declared the meeting adjourned.

Minutes submitted by:  
Stephen Hinton